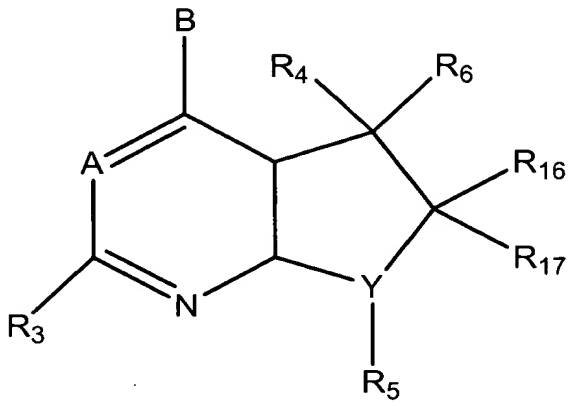
IN THE CLAIMS:

1. (Currently Amended) A compound of the following formula II



II

or a pharmaceutically acceptable salt thereof, wherein

A is $-CR_7$ or N;

B is $-NR_1R_2$, $-CR_1R_2R_{11}$, $-C(=CR_2R_{12})R_1$, $-NHCHR_1R_2$, $-OCHR_1R_2$, $-SCHR_1R_2$, $-CHR_2OR_1$, $-CHR_1OR_2$, $-CHR_2SR_1$,$-C(S)R_2$, $-C(O)R_2$, $-CHR_2NR_1R_2$, $-CHR_1NHR_2$, $-CHR_1N(CH_3)R_2$, or $-NR_{12}NR_1R_2$;

Yis CH or N;

R_1 is C(O)H, C(O)(C_1-C_6 hydrocarbyl), C(O) (C_1-C_6 hydrocarbylene)(C_3-C_8 cyclohydrocarbyl), C(O)(C_3-C_8 cyclohydrocarbylene) (C_3-C_8 cyclohydrocarbyl), C(O)(C_1-C_6 hydrocarbylene)(C_4-C_8 heterocyclohydrocarbyl), -C(O)(C_3-C_8 cyclohydrocarbylene) (C_4-C_8 heterocyclohydrocarbyl), C_1-C_6 hydrocarbyl, C_3-C_8 cyclohydrocarbyl , C_4-C_8 heterocyclohydrocarbyl, -(C_1-C_6 hydrocarbylene (C_3-C_8 cyclohydrocarbyl),C_3-C_8 cyclohydrocarbylene)(C_3-C_8 cyclohydrocarbyl), -(C_1-C_6hydrocarbylene)(C_4-C_8

heterocyclohydrocarbyl), -(C_3-C_8 cyclohydrocarbylene)(C_4-C_8 heterocyclohydrocarbyl), or -O-aryl, or -O-(C_1-C_6 hydrocarbylene)-aryl; wherein said aryl, C_4-C_8 heterocyclohydrocarbyl, C_1-C_6 hydrocarbyl, C_3-C_8 cyclohydrocarbyl , C_3-C_8 cyclohydrocarbylene, and C_1-C_6 hydrocarbylene groups may each independently be optionally substituted with from one to six fluoro and may each independently be optionally substituted with one or two substituents R_8 independently selected from the group consisting of C_1-C_4 hydrocarbyl, -C_3-C_8cyclohydrocarbyl, hydroxy, chloro, bromo, iodo, CF_3, -O-(C_1-C_6 hydrocarbyl), -O-(C_3-C_5 cyclohydrocarbyl), -O-CO-(C_1-C_4 hydrocarbyl), -O-CO-NH(C_1-C_4 hydrocarbyl), -O-CO-N(R_{24})(R_{25}), -N(R_{24})(R_{25}), -S(C_1-C_4 hydrocarbyl), -S(C_3-C_5 cyclohydrocarbyl -N(C_1-C_4 hydrocarbyl)CO(C_1-C_4 hydrocarbyl), -NHCO(C_1-C_4 hydrocarbyl), -COO(C_1-C_4 hydrocarbyl), -CONH(C_1-C_4 hydrocarbyl), -CON (C_1-C_4 hydrocarbyl)(C_1-C_2 hydrocarbyl), CN, NO_2, -OSO_2(C_1-C_4 hydrocarbyl), S^+(C_1-C_6 hydrocarbyl)(C_1-C_2 hydrocarbyl)I-, -SO(C_1-C_4 hydrocarbyl) and -SO_2(C_1-C_4 hydrocarbyl); and wherein the C_1-C_6 hydrocarbyl, C_1-C_6 hydrocarbylene, C_5-C_8 cyclohydrocarbyl, C_5-C_8 cyclohydrocarbylene, and C_5-C_8 heterocyclohydrocarbyl moieties of R_1 may optionally independently contain from one to three double or triple bonds; and wherein the C_1-C_4 hydrocarbyl moieties and C_1-C_6 hydrocarbyl moieties of R_8 can optionally independently be substituted with hydroxy, amino, C_1-C_4 alkyl, aryl, -CH_2-aryl, C_3-C_5 cycloalkyl, or -O-(C_1-C_4 alkyl), and can optionally independently be substituted with from one to six fluoro, and can optionally contain one or two double or triple bonds; and wherein each heterocyclohydrocarbyl group of R_1 contains from one to three heteromoieties selected from oxygen, $S(O)_m$, nitrogen,

and NR_{12};

R_2 is hydrogen, C_1-C_{12} hydrocarbyl, C_3-C_8 cyclohydrocarbyl , C_4-C_8 heterocyclohydrocarbyl, -(C_1-C_6 hydrocarbylene)(C_3-C_8 cyclohydrocarbyl), -(C_3-C_8 cyclohydrocarbylene)(C_3-C_8 cyclohydrocarbyl), -(C_1-C_6 hydrocarbylene)(C_4-C_8 heterocyclohydrocarbyl), -(C_3-C_6 cyclohydrocarbylene)(C_4-C_8 heterocyclohydrocarbyl), aryl, -(C_1-C_6 hydrocarbylene)aryl, or -(C_3-C_8 cyclohydrocarbylene)(aryl); wherein each of the foregoing R_2 groups may optionally be substituted with from one to three substituents independently selected from chloro, fluoro, and C_1-C_6 alkyl, wherein one of said one to three substituents can further be selected from bromo, iodo, C_1-C_6 alkoxy, -OH, -O-CO-(C_1-C_6 alkyl), -O-CO-N(C_1-C_4 alkyl)(C_1-C_2 alkyl), -S (C_1-C_6 alkyl), -S(O)(C_1-C_6 alkyl), -$S(O)_2$(C_1-C_6 alkyl), S^+(C_1-C_6 alkyl)(C_1-C_2 alkyl) I-, CN, and NO_2; and wherein the C_1-C_{12} hydrocarbyl, -(C_1-C_6 hydrocarbylene), and cyclohydrocarbyl groups of 5 - 8 carbon atoms, cyclohydrocarbylene groups of 5 to 8 carbon atoms and heterocyclohydrocarbyl groups of 5 to 8 atoms of R_2 may optionally independently contain from one to three double or triple bonds; and wherein each heterocyclohydrocarbyl group of R_2 contains from one to three heteromoieties selected from oxygen, $S(O)_m$, nitrogen, and NR_{12};

or when R_1 and R_2 are as in -$NHCHR_1R_2$, -$OCHR_1R_2$, -$SCHR_1R_2$, -CHR_1R_2 or -NR_1R_2,

R_1 and R_2 of B may form a ~~saturated~~ 5- to 8-membered ring which may ~~optionally~~ be saturated or contain one or

two double bonds and in which one or two of the ring carbons may optionally be replaced by an

oxygen, $S(O)_m$, nitrogen or NR_{12}; and which carbocyclic ring can optionally be substituted with

from 1 to 3 substituents selected from the group consisting of hydroxy, C_1-C_4 alkyl, fluoro, chloro,

bromo, iodo, CF_3, -O-(C_1-C_4 alkyl), -O-CO-(C_1-C_4 alkyl), -O-CO-NH(C_1-C_4 alkyl), -O-CO-N(C_1-C_4 alkyl)(C_1-C_2 alkyl), -NH(C_1-C_4 alkyl), -N(C_1-C_2 alkyl)(C_1-C_4 alkyl), -S(C_1-C_4 alkyl), -N(C_1-C_4 alkyl)CO(C_1-C_4 alkyl), -NHCO(C_1-C_4 alkyl),-COO(C_1-C_4 alkyl), -CONH(C_1-C_4 alkyl), -CON(C_1-C_4 alkyl)(C_1-C_2 alkyl), CN, NO_2, -OSO_2(C_1-C_4 alkyl), -SO(C_1-C_4 alkyl), and -SO(C_1-C_4 alkyl), wherein one of said one to three substituents can further be selected from phenyl;

R_3 is methyl, ethyl, fluoro, chloro, bromo, iodo, cyano, methoxy, OCF_3, NH_2, NH(C_1-C_2 alkyl), $N(CH_3)_2$, -$NHCOCF_3$, -$NHCH_2CF_3$, $S(O)_m$(C_1-C_4 alkyl), $CONH_2$, -$CONHCH_3$, $CON(CH_3)_2$, -CF_3, or CH_2OCH_3;

R_4 is hydrogen, C_1-C_4 hydrocarbyl, C_3-C_5 cycloalkyl, -(C_1-C_4 hydrocarbylene)(C_3-C_5 cycloalkyl), -(C_3-C_5 cycloalkylene)(C_3-C_6 cycloalkyl), cyano, fluoro, chloro, bromo, iodo, -OR_{24} C_1-C_6 alkoxy, -O- cycloalkyl), -O-(C_1-C_4 hydrocarbylene)(C_3-C_5 cycloalkyl), -O-(C_3-C_5 cycloalkylene)(C_3-C_5 cycloalkyl), -$CH_2SC(S)O$(C_1-C_4 alkyl), CH_2OCF_3, CF_3, amino, nitro, -$NR_{24}R_{25}$, -(C_1-C_4 hydrocarbylene)-OR_{24}, -(C_1-C_4 hydrocarbylene)Cl, -(C_1-C_4 hydrocarbylene)$NR_{24}R_{25}$, -$NHCOR_{24}$, -$NHCONR_{24}R_{25}$, -CH=NOR_{24}, -$NHNR_{24}R_{25}$, -$S(O)_mR_{24}$, -$C(O)R_{24}$, -$OC(O)R_{24}$, -C(O)CN, -$C(O)NR_{24}R_{25}$, -$C(O)NHNR_{24}R_{25}$, and -$COOR_{24}$, wherein the hydrocarbyl and hydrocarbylene groups of R_4 may optionally independently contain one or two double or triple bonds and may optionally independently be substituted

with one or two substituents R_{10} independently selected from hydroxy, amino, $-NHCOCH_3$, $-NHCOCH_2Cl$, $-NH(C_1-C_2$ alkyl), $-N(C_1-C_2$ alkyl)$(C_1-C_2$alkyl), $-COO(C_1-C_4$ alkyl), -COOH, $-CO(C_1-C_4$ alkyl), C_1-C_6 alkoxy, C_1-C_3 thioalkyl, cyano and nitro, and with one to four substituents independently selected from fluoro and chloro;

R_5 is aryl or heteroaryl and is substituted with from one to four substituents R_{27} independently selected from halo, C_1-C_{10} hydrocarbyl, $-(C_1-C_4$ hydrocarbylene)$(C_3-C_8$ cycloalkyl), $-(C_1-C_4$ hydrocarbylene)$(C_4-C_8$ heterocycloalkyl), $-(C_3-C_8$ cycloalkyl), $-(C_4-C_8$ heterocycloalkyl), $-(C_3-C_8$ cycloalkylene)$(C_3-C_8$ cycloalkyl), $-(C_3-C_8$ cycloalkylene)$(C_4-C_8$ heterocycloalkyl), C_1-C_4 haloalkyl, C_1-C_4 haloalkoxy, nitro, cyano, $-NR_{24}R_{25}$, $-NR_{24}COR_{25}$, $-NR_{24}CO_2R_{26}$, $-COR_{24}$, $-OR_{25}$, $-CONR_{24}R_{25}$, $-CON(OR_{22})R_{23}$, $-CO_2R_{26}$, $-C=N(OR_{22})R_{23}$, and $-S(O)_mR_{23}$; wherein said C_1-C_{10} alkyl, C_3-C_8 cycloalkyl, (C_1-C_4 hydrocarbylene), (C_3-C_8 cycloalkyl), (C_3-C_8 cycloalkylene), and (C_4-C_8 heterocycloalkyl) groups can be optionally substituted with from one to three substituents independently selected form C_1-C_4 alkyl, C_3-C_8 cycloalkyl, (C_1-C_4 hydrocarbylene)$(C_3-C_8$ cycloalkyl), $-(C_3-C_8$ cycloalkylene)$(C_3-C_8$ cycloalkyl), C_1-C_4 haloalkyl, hydroxy, C_1-C_6 alkoxy, nitro, halo, cyano, $-NR_{24}R_{25}$, $-NR_{24}COR_{25}$, $NR_{24}CO_2R_{26}$, $-COR_{24}$, $-OR_{25}$, $-CONR_{24}R_{25}$, CO_2R_{26}, $-CO(NOR_{22})R_{25}$, and $-S(O)_mR_{23}$; and wherein two adjacent substituents of the R_5 group can optionally form a 5-7 membered ring, saturated or unsaturated, fused to R_5, which ring optionally can contain one, two, or three heterologous members independently selected from O, $S(O)_m$, and N, but not any -S-S-, -O-O-, -S-O-, or -N-S- bonds, and which ring is optionally substituted with C_1-C_4 alkyl, C_3-C_8 cycloalkyl, $-(C_1-C_4$ alkylene)$(C_3-C_8$

cycloalkyl), -(C_3-C_8 cyloalkylene)(C_3-C_8 cycloalkyl), C_1-C_4 haloalkyl, nitro, halo, cyano, $-NR_{24}R_{25}$, $NR_{24}COR_{25}$, $NR_{24}CO_2R_{26}$, $-COR_{24}$, $-OR_{25}$, $-CONR_{24}R_{25}$, CO_2R_{26}, $-CO(NOR_{26})R_{25}$, or $-S(O)_mR_{23}$; wherein one of said one to four optional substituents R_{27}, can further be selected from $-SO_2NH(C_1$-C_4 alkyl), $-SO_2NH(C_1$-C_4 alkylene)(C_3-C_8 cycloalkyl), $SO_2NH(C_3$-C_8 cycloalkyl), $-SO_2NH(C_3$-C_8 cycloalkylene)(C_3-C_8 cycloalkyl), $-SO_2N(C_1$-C_4 alkyl)(C_1-C_2 alkyl), $-SO_2NH_2$, $-NHSO_2(C_1$-C_4 alkyl), $-NHSO_2(C_3$-C_8 cycloalkyl), $-NHSO_2(C_1$-C_4 alkylene)(C_3-C_8 cycloalkyl), and $-NHSO_2(C_3$-C_8 cycloalkylene)(C_3-C_8 cycloalkyl); and wherein the hydrocarbyl, and hydrocarbylene groups of R_5 may independently optionally contain one double or triple bond;

R_6 is hydrogen, C_1-C_6 alkyl, C_3-C_8 cycloalkyl, -(C_1-C_6 alkylene)(C_3-C_8 cycloalkyl), or -(C_3 - C_8 cycloalkylene)(C_3-C_8 cycloalkyl), wherein said alkyl and cycloalkyl may optionally be substituted with one hydroxy, methoxy, ethoxy or fluoro group;

or R_6 and R_4 can together form an oxo (=O) group, or can be connected to form a 3-8 membered carbocyclic ring, optionally containing one to three double bonds, and optionally containing one, two, or three heterologous ring members selected from O, SO_m, N, and NR_{12}, but not containing any -O-O-, -S-O-, -S-S-, or -N-S- bonds, and further optionally substituted with C_1- C_4 hydrocarbyl or C_3-C_6 cycloalkyl, wherein said C_1-C_4 hydrocarbyl substituent may optionally contain one double or triple bond;

R_7 is hydrogen, methyl, fluoro, chloro, bromo, iodo, cyano, hydroxy, $-O(C_1$-C_2 alkyl), -O(cyclopropyl), $-COO(C_1$-C_2 alkyl), $-COO(C_3$-C_8 cycloalkyl), $-OCF_3$, CF_3, $-CH_2OH$, or CH_2OCH_3;

R_{11} is hydrogen, hydroxy, fluoro, ethoxy, or methoxy;

R_{12} is hydrogen or C_1-C_4 alkyl;

R_{16} and R_{17} are each, independently, hydrogen, hydroxy, methyl, ethyl, methoxy, or ethoxy, except that R_{16} and R_{17} are not both methoxy or ethoxy;

or R_{16} and R_{17} together form an oxo (=O) group;

or R_{16} and R_{17} are connected to form a 3-8 membered carbocyclic ring, optionally containing one to three double bonds, and optionally containing from one to three heterologous ring members selected from O, SO_m N, and NR_{12}, but not containing any -O-O-, -S-O-, -S-S-, or -N-S- bonds, and further optionally substituted with C_1-C_4 hydrocarbyl or C_3-C_6 cycloalkyl, wherein said C_1-C_4 hydrocarbyl substituent may optionally contain one double or triple bond;

R_{22} is independently at each occurrence selected from hydrogen, C_1-C_4 alkyl, C_1-C_4 haloalkyl, C_3-C_6 alkenyl, C_3-C_6 alkynyl, C_3-C_8 cycloalkyl, (C_3-C_8 cycloalkylene)(C_3-C_8 cycloalkyl), and (C_1-C_4 alkylene)(C_3-C_8 cycloalkyl);

R_{22} is independently at each occurrence selected from hydrogen, C_1-C_{14} alkyl, C_1-C_{14} haloalkyl, C_3-C_6 alkenyl, C_3-C_6 alkynyl, C_3-C_8 cycloalkyl, (C_3-C_8 cycloalkylene)(C_3-C_8 cycloalkyl), and (C_1-C_4) alkylene)(C_3-C_8 cycloalkyl);

R_{23} is independently at each occurrence selected from C_1-C_4 alkyl, C_1-C_4 haloalkyl, C_2-C_8 alkoxyalkyl, C_3-C_8 cycloalkyl, -(C_1-C_4 alkylene)(C_3-C_8 cycloalkyl), -(C_3-C_8 cycloalkylene)(C_3-C_8 cycloalkyl), aryl, -(C_1-C_4 alkylene)aryl, piperidine, pyrrolidine, piperazine, N-methylpiperazine, morpholine, and thiomorpholine;

R_{24} and R_{25} are independently at each occurrence selected from hydrogen, -C_1-C_4 alkyl, C_1-C_4 haloalkyl, -(C_1-C_4 alkylene)OH, -(C_1-C_4 alkylene)-O-(C_1-C_4 alkyl), -(C_1-C_4 alkylene)-O-(C_3-C_5 cycloalkyl), C_3-C_8 cycloalkyl, -(C_1-C_4 alkylene)(C_3-C_8

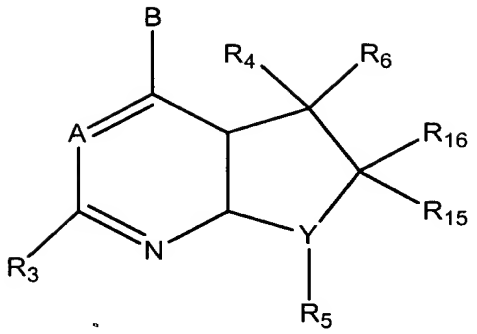
cycloalkyl), -(C_3-C_8 cycloalkylene)(C_3-C_8 cycloalkyl), -C_4-C_8 heterocyclohydrocarbyl , -(C_1-C_4 alkylene)(C_4-C_8 heterocyclohydrocarbyll), -(C_3-C_8 cycloalkylene)(C_4-C_8 heterocyclohydrocarbyl), aryl, and -(C_1-C_4 alkylene)(aryl), wherein the -C_4-C_8 heterocyclohydrocarbyl groups can each independently optionally be substituted with aryl, CH_2-aryl, or C_1-C_4 ~~alkyl~~ hydrocarbyl, and can optionally contain one or two double or triple bonds; or, when R_{24} and R_{25} are as $NR_{24}R_{25}$, -$C(O)NR_{24}R_{25}$, -(C_1-C_4 alkylene)$NR_{24}R_{25}$, or -$NHCONR_{24}R_{25}$, then $NR_{24}R_{25}$ may further optionally form a 4 to 8 membered heterocyclic ring optionally containing one or two further hetero members independently selected from $S(O)_m$, oxygen, nitrogen, and NR_{12}, and optionally containing from one to three double bonds;

R_{26} is independently at each occurrence selected from C_1-C_4 alkyl, C_1-C_4 haloalkyl, C_3-C_8 cycloalkyl, -(C_1-C_4 alkylene)(C_3-C_8 cycloalkyl), -(C_3-C_8 cycloalkylene)(C_3-C_8 cycloalkyl), aryl, and -(C_1-C_4 alkylene)(aryl); and

wherein each m is independently zero, one, or two,

with the proviso that heterocyclohydrocarbylene groups of the compound of formula II, do not comprise any -S-S-, -S-O-, -N-S-, or -O-O- bonds, and do not comprise more than two oxygen or $S(O)_m$ heterologous members.

2. (currently amended) A compound according to claim 1 of the formula



or a pharmaceutically acceptable salt thereof, wherein

A is $-CR_7$ or N;

B is $-NR_1R_2$, $-CR_1R_2R_{11}$, $-C(=CR_2R_{12})R_1$, $-NHCHR_1R_2$, $-OCHR_1R_2$, $-SCHR_1R_2$, $-CHR_2OR_{12}$, $-CHR_2SR_{12}$, $-C(S)R_2$ or $-C(O)R_2$;

Y is -CH or N;

R_1 is C_1-C_6 hydrocarbyl which may optionally be substituted with one or two substituents R_8 independently selected from the group consisting of hydroxy, fluoro, chloro, bromo, iodo, CF_3, C_1-C_4 alkoxy, -O-CO-(C_1-C_4 hydrocarbyl), -O-CO-NH(C_1-C_4 hydrocarbyl), -O-CO-N(C_1-C_4 hydrocarbyl)(C_1-C_2 hydrocarbyl), -NH(C_1-C_4 hydrocarbyl), -N(C_1-C_2 alkyl)(C_1-C_4 hydrocarbyl), -S(C_1-C_4 alkyl), -N(C_1-C_4)CO(C_1-C_4 hydrocarbyl), -NHCO(C_1-C_4 hydrocarbyl), -COO(C_1-C_4 hydrocarbyl)hydrocarbyl, -CONH(C_1-C_4 hydrocarbyl), -CON(C_1-C_4 hydrocarbyl)(C_1-C_2 alkyl), CN, NO_2, -SO(C_1-C_4 hydrocarbyl) and $-SO_2$(C_1-C_4 hydrocarbyl), and wherein said C_1-C_6 hydrocarbyl and the (C_1-C_4)hydrocarbyl moieties in the foregoing R_1 groups may optionally contain one carbon-carbon double or triple bond;

R_2 is C_1-C_{12} hydrocarbyl, aryl or -(C_1-C_4 hydrocarbylene)aryl wherein said

aryl is phenyl, naphthyl, thienyl, benzothienyl, pyridyl, quinolyl, pyrazinyl, pyrimidyl, imidazolyl, furanyl, benzofuranyl, benzothiazolyl, isothiazolyl, benzisothiazolyl, benzisoxazolyl, benzimidazolyl, indolyl, or benzoxazolyl; 3- to 8-membered cycloalkyl or -(C_1-C_6 alkylene)cycloalkyl, wherein one or two of the ring carbons of said cycloalkyl having at least 4 ring members and the cycloalkyl moiety of said -(C_1-C_6 alkylene)cycloalkyl having at least 4 ring members may optionally be replaced by an oxygen or sulfur atom or by N-R_9 wherein R_9 is hydrogen or C_1-C_4 alkyl; and wherein each of the foregoing R_2 groups may optionally be substituted with from one to three substituents independently selected from chloro, fluoro and C_1-C_4 alkyl, or with one substitutent selected from bromo, iodo, C_1-C_6 alkoxy, -O-CO-(C_1-C_6 alkyl), -O-CO-N(C_1-C_4 alkyl)(C_1-C_2 alkyl), -S(C_1-C_6 alkyl), CN, NO_2, -SO(C_1-C_4 alkyl), and -SO_2(C_1-C_4 alkyl), and wherein said C_1-C_{12} ~~hydrocarbyland~~ hydrocarbyl and the C_1-C_4 hydrocarboylene moiety of said -(C_1-C_4 hydrocarbylene)aryl may optionally contain one carbon-carbon double or triple bond;

or -NR_1R_2 or -$CR_1R_2R_{11}$ may form a saturated 5- to 8-membered carbocyclic ring which may optionally contain one or two carbon-carbon double bonds and in which one or two of the ring carbons may optionally be replaced by an oxygen or sulfur atom;

R_3 is methyl, ethyl, fluoro, chloro, bromo, iodo, cyano, methoxy, OCF_3, methylthio, methylsulfonyl, CH_2OH, or CH_2OCH_3;

R_4 is hydrogen, C_1-C_4 hydrocarbyl, fluoro, chloro, bromo, iodo, C_1-C_4 alkoxy, trifluoromethoxy, -CH_2OCH_3, -$CH_2OCH_2CH_3$, -$CH_2CH_2OCH_3$, -CH_2OF_3, CF_3, amino, nitro, -NH(C_1-C_4 alkyl), -$N(CH_3)_2$, -$NHCOCH_3$, -$NHCONHCH_3$, -SO_n(C_1-C_4

hydrocarbyl) wherein n is 0, 1 or 2, cyano, hydroxy, -CO(C_1-C_4 hydrocarbyl), -CHO, cyano or -COO(C_1-C_4 alkyl) wherein said C_1-C_4 hydrocarbyl may optionally contain one double or triple bond and may optionally be substituted with one substitutent selected from hydroxy, amino, -$NHCOCH_3$, -NH(C_1-C_2 alkyl), -N(C_1-C_2 alkyl)$_2$, -COO(C_1-C_4 alkyl), -CO(C_1-,C_4 alkyl), C_1-C_3 alkoxy, C_1-C_3 thioalkyl, fluoro, chloro, cyano and nitro;

R_5 is phenyl, naphthyl, thienyl, benzothienyl, pyridyl, quinolyl, pyrazinyl, pyrimidyl, furanyl, benzofuranyl, benzothiazolyl, or indolyl, wherein each of the above groups R_5 is substituted with from one to three substituents independently selected from fluoro, chloro, C_1-C_6 alkyl, and C_1-C_6 alkoxy, or with one substitutent selected from hydroxy, iodo, bromo, formyl, cyano, nitro, trifluoromethyl, amino, -(C_1-C_6 alkyl)O(C_1-C_6)alkyl, -$NHCH_3$, -N(CH_3)$_2$, -COOH, -COO(C_1-C_4 alkyl), -CO(C_1-C_4 alkyl), -SO_2NH(C_1-C_4 alkyl), -SO_2N(C_1-C_4 alkyl)(C_1-C_2 alkyl), -SO_2NH_2, -$NHSO_2$(C_1-C_4 alkyl), -S(C_1-C_6 alkyl) and -SO_2(C_1-C_6 alkyl) , and wherein the C_1-C_4 alkyl and C_1-C_6 alkyl moieties of the foregoing R_5 groups may optionally be substituted with one or two fluoro groups or with one substitutent selected from hydroxy, amino, methylamino, dimethylamino and acetyl;

R_6 is hydrogen or C_1-C_6 alkyl, wherein C_1-C_6 alkyl may optionally be substituted with one hydroxy, methoxy, ethoxy or fluoro group;

R_7 is hydrogen, methyl, fluoro, chloro, bromo, iodo, cyano, hydroxy, -O(C_1-C_4 alkyl), -C(O)(C_1-C_4 alkyl), -C(O)O(C_1-C_4 alkyl), -OCF_3, CF_3, -CH_2OH, -CH_2OCH_3 or -CH_2OCH_2CH3;

R_{11} is hydrogen, hydroxy, fluoro, or methoxy;

R_{12} is hydrogen or C_1-C_4 alkyl; and

R_{16} and R_{17} are each independently, hydrogen, hydroxy, ethyl, ethyl, methoxy, or ethoxy, except that R_{16} and R_{17} are not both methoxy or ethoxy;

or R_{16} and R_{17} together form an oxo (=O) group;

or a pharmaceutically acceptable salt of such compound.

3. (currently amended) A compound according to claim 2 wherein B is ~~-NR,R$_2$~~ -NR_1R_2, -$NHCHR_1R_2$, -$SCHR_1R_2$ or -$OCHR_1R_2$; R_1 is C_1-C_6 hydrocarbyl, which may optionally be substituted with one hydroxy, fluoro, CF_3, or C_1-C_2 alkoxy group and may optionally contain one double or triple bond; and R_2 is benzyl or C_1-C_6 hydrocarbyl which may optionally contain one carbon-carbon double or triple bond, wherein said C_1-C_6 alkyl or the phenyl moiety of said benzyl may optionally be substituted with fluoro, CF_3, C_1-C_2 alkyl, or C_1-C_2 alkoxy.

4. (previously presented) A compound according to claim 2 wherein R_1 is C_1-C_6 hydrocarbyl which may be substituted by fluoro, CF_3, hydroxy, C_1-C_2 alkyl or C_1-C_2 alkoxy and which may optionally contain one carbon-carbon double or triple bond.

5. (original) A compound according to claim 2 wherein R_2 is C_1-C_4 alkyl which may optionally be substituted by fluoro, chloro, CF_3, C_1-C_4 alkyl or C_1-C_4 alkoxy.

6. (original) A compound according to claim 2 wherein R_3 is methyl, chloro, or

methoxy.

7. (currently amended) A compound according to claim 2 wherein R_4 is methyl, -CH_2OH, cyano, trifluoromethoxy, methoxy, chloro, trifluoromethyl, -$COOCH_3$, -~~CH_2Cl~~ $\underline{CH_2Cl}$, -CH_2F, ethyl, amino or nitro.

8. (original) A compound according to claim 2 wherein R_5 is phenyl substituted with two or three substituents.

9. (original) A compound according to claim 2 wherein R_6 is hydrogen, methyl or ethyl.

10. (original) A compound according to claim 2 wherein R_5 is pyridyl substituted with two or three substituents.

11. (currently amended) A compound according to claim 8 wherein said substituents are selected, independently, from fluoro, chloro, bromo, iodo, C_1-C_4 alkoxy, trifluoromethyl, C_1-C_6 ~~alkyl~~ hydrocarbyl which may optionally be substituted with one hydroxy, C_1-C_4 alkoxy or fluoro group and which may optionally contain one carbon-carbon double or triple bond, -(C_1-C_4 alkylene)O(C_1-C_2 alkyl), C_1-C_3 hydroxyalkyl, hydroxy, formyl, COO(C_1-C_2 alkyl), -(C_1-C_2 alkylene)amino, and -(C(O)(C_1-C_4 alkyl).

12. (currently amended) A compound according to claim 10 wherein said substituents are selected, independently, from fluoro, chloro, bromo, iodo, C_1-C_4 alkoxy, trifluormethyl, C_1-C_6 ~~alkyl~~ hydrocarbyl which may optionally be substituted with one hydroxy, C_1-C_4 alkoxy or fluoro group and which may optionally contain one carbon-carbon double or triple bond, -(C_1-C_4 alkylene)O(C_1-C_2alkyl), C_1-C_3 hydroxyalkyl, hydroxy, formyl, -COO(C_1-C_2 alkyl), -(C_1-C_2 alkylene)amino, and -(C(O)(C_1-C_4 alkyl).

13. (original) A compound according to claim 1, wherein said compound is N-butyl-[2,5-dimethyl-7-(2,4,6-trimethylphenyl)-6,7-dihydro-5H-pyrrolo[2,3-d]pyrimidin-4-yl]-ethyl-amino; or
4-(butyl-ethylamin)-2,5-dimethyl-7-(2,4,6-trimethylphenyl)5,7-dihydro-pyrrolo[2,3-d]pyrimidin-6-one;
or a pharmaceutically acceptable salt of one of the above compounds.

14. (currently amended) A pharmaceutical composition ~~for the treatment of (a) a disorder or condition the treatment of which can be effected or facilitated by antagonizing CRF or (b) a disorder or condition selected from inflammatory disorders, pain, asthma, psoriasis and allergies; generalized anxiety disorder; panic; phobias; obsessive-compulsive disorder; post-traumatic stress disorder; sleep disorders induced by stress; pain perception ; mood disorders, mood disorders associated with premenstrual syndrome, and postpartum depression; dysthemia; bipolar disorders; cyclothymia; chronic fatigue syndrome; stress-induced headache; cancer; irritable~~

~~bowel syndrome, Crohn's disease; spastic colon; post operative ileus; ulcer; diarrhea; stress-induced fever; human immunodeficiency virus infections; neurodegenerative diseases, gastrointestinal diseases; eating disorder; hemorrhagic stress; chemical dependencies or addictions; drug or alcohol withdrawal symptoms; stress-induced psychotic episodes; euthyroid sick syndrome; syndrome of inappropriate antidiuretic hormone; obesity; infertility; head trauma; spinal cord trauma; ischemic neuronal damage; exitotoxic neuronal damage; epilepsy; stroke; immune dysfunctions; muscular spasms; urinary incontinence; senile dementia of the Alzheimer's type; multi infaret dementia; amyotrophic lateral sclerosis; hypertension; tachycardia; congestive heart failure; osteoporosis; premature birth; hypoglycemia, and Syndrome X in a mammal or bird,~~ comprising an amount of a compound according to claim 1 that is effective in providing the composition with CRF antagonist activity in a mammal to be treated ~~the treatment of such disorder or condition~~, and a pharmaceutically acceptable carrier.

15. (currently amended) A pharmaceutical composition according to claim 14, wherein the compound according to claim 1 is present in an amount of between about 0.1 to about 50mg/kg body weight of the mammal. ~~for the treatment of a disorder selected from inflammatory disorders; pain, asthma, psoriasis and allergies; generalized anxiety disorder; panic; phobias; obsessive compulsive disorder; post-traumatic stress disorder; sleep disorders induced by stress; pain perception; mood disorders; dysthemia; bipolar disorders; cyclothymia; fatigue syndrome; stress induced headache; cancer; irritable bowel syndrome, Crohn's disease; spastic colon;~~

~~human immunodeficiency virus (HIV) infections; neurodegenerative diseases; gastrointestinal diseases; eating disorders; chemical dependencies and addictions; obesity; infertility; head traumas; spinal cord trauma; ischemic neuronal damage; excitotoxic neuronal damage; epilepsy; stroke; immune dysfunctions; muscular spasms; urinary incontinence; senile dementia of the Alzheimer's type; multi infaret dementia; amyotrophic lateral sclerosis; and hypoglycemia in a mammal.~~

Claims 16-44 (canceled).

Claim 45 (previously presented). The pharmaceutical composition according to claim 15 wherein the mammal is a human.

Claim 46 (new/withdrawn). A method for binding corticotropin releasing factor in a patient to be treated comprising (a) providing the compound of formula II; and (b) administering the compound to the patient in an amount effective to bind the corticotropin releasing factor in the patent.

Claim 47 (new/withdrawn). The method according to claim 46, wherein the compound of formula II is combined with a second compound useful for treating a sleep disorder.

Claim 48 (new/withdrawn). The method according to claim 47, wherein said second compound is selected from the group consisting of tachykinin antagonists, agonists

for GABA brain receptors, metalonergic compounds, GABA brain receptor agonists, $5HT_2$ receptor antagonists, and D4 receptor binding.

Claim 49 (new/withdrawn). The method according to claim 46, wherein the compound of formula II is administered to the patient with a second compound for treating depression; said second compound having an onset of action that is delayed with respect to that of said compound of formula II.

Claim 50 (new/withdrawn). The method according to claim 49, wherein said second compound is selected from the group consisting of selective serotonin reuptake inhibitors, tricyclic antidepressants, norepinephrine uptake inhibitors, lithium, bupropion, sertraline, fluoxetine, trazodone, and a tricyclic antidepressant selected from the group consisting of imipramine, amitriptyline, trimipramine, doxepin, despiramine, nortriptyline, protriptyline, amoxapine, clomipramine, maprotiline, and carbamazepine, and pharmaceutically acceptable salts and esters thereof.

Claim 51 (new/withdrawn). The method according to claim 46, wherein the compound of formula II is administered to the patient with a second compound for treating emesis.

Claim 52 (new/withdrawn). The method according to claim 51, wherein the second compound is selected from the group consisting of tachykinin antagonists, 5HT3 antagonists, GABA agonist and substance P inhibitors.